

## Minutes of the Board Meeting

Location: President's Room, The King's Fund, 11-13 Cavendish Square, London W1G 0AN

**Chair: Jayne Scott**

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### PHIN PB2267 Board Meeting held on 16 November 2022

#### Board Directors\*

Jayne Scott (Chair) [JS]  
Don Grocott (Deputy Chair) [DG]  
Ian Gargan, Chief Executive [IGN]  
David Hare [DH]  
Michael Hutchings [MH]  
Nigel Mercer [NM]  
Hugh Savill [HS]  
Claire Whyley [CW]  
Professor Sir Norman Williams [NW]

#### Other Attendees

Jon Fistein, Chief Medical Officer [JLF]  
Jack Griffin, Finance & Commercial Director [JG]  
Jessica Harcourt, Virtual Assistant (Minutes) [JH]  
David Minton, Chief Technology Officer [DM]  
Mona Shah, Director of People & Process (Company Secretary) [MS]  
Greg Swarbrick, Strategic Projects Lead [GS] – joined for item 6c only

#### Apologies

Professor Sir Cyril Chantler [CC]  
Jonathan Finney, Member Services Director [JF]  
Keith Richards [KR]

*\*Note, for the purpose of these minutes, Board members will be referred to as Directors.*

#### Welcome and introductions (Chair)

The Chair welcomed all attendees to the meeting.

The Directors discussed that ideally a 7-day period should be given for the Directors to review Board papers. It was also discussed that the intention was to further streamline the papers and to include an executive summary for each one.

#### **ACTION 16.11.22.1 JS and MS to review timeline for availability of Board papers for Directors to review**

##### **1. Request for additional declarations of Directors' Conflict of Interest**

There were no new declarations of interest and the Directors noted that all declarations of interest as recorded to date in the register still applied.

## 2. Governance

### a. Committee Structure & Membership

The paper was taken as read and the Chair asked for comments or questions.

The Board **approved** the Committee structure and membership as outlined in the paper and **agreed** that a further review would be carried out in one year's time.

### b. Delivery Oversight Committee (DOC) Terms of Reference

The paper was taken as read and the Chair asked for comments or questions.

It was noted that the Delivery Oversight Committee would be considered quorate in instances where the CMA nominated Non-Executive Director (NED) was not able to attend a meeting. However, it was considered important that, if such a situation arose, the CMA nominated NED had sight of the papers and gave their input to the Committee Chair in advance.

The Board **approved** the Terms of Reference for the Delivery Oversight Committee.

### c. People and Remuneration Committee Terms of Reference

The Directors noted that the Remuneration Committee (RemCom) had been renamed the People and Remuneration Committee (PremCom) to reflect that this committee will provide advice and support in matters related to the people strategy.

The Board **approved** the Terms of Reference for the People and Remuneration Committee.

### d. NED Committee Membership & Remuneration Changes

The Directors noted that the topic of committee membership and remuneration had been reviewed and discussed in detail at the recent meeting of the People & Remuneration Committee. The PHIN Chair remarked that the paper demonstrated that the subject had been dealt with in a pragmatic and fair manner, recognising the need to carefully manage Director's fees, as PHIN was not a commercial organisation, whilst also recognising the additional work and time commitment that committee membership placed on Directors.

It was noted that MH had not taken part in the discussions regarding Director's remuneration.

It was noted that DH's role in the committee membership was not correctly captured in the paper and would be updated to reflect his membership of the People and Remuneration Committee.

#### **ACTION 16.11.22.2 JG to update committee membership paper to reflect David Hare's membership of PremCom**

The Board **approved** the NED committee membership and remuneration changes as outlined in the paper. It was **agreed** that the effective date of the approval was 1 December 2022.

### e. Board Member Succession & End of Terms (Doc PB 2267)

The Directors discussed the current and future composition of the PHIN Board recognising the perceptions that the Board was larger than an organisation of PHIN's size would normally require.

With 5 nominated members on the Board, it was considered necessary for the Board to be balanced by independent members and that committee work needed to be shared amongst the Directors. Maintaining access to the significant level of insight and experience that the current

Directors provided was considered vital for the successful delivery of the CMA Plan and to maintain representation for members.

Once the Plan had been delivered, it was envisaged that the number of Board members would likely reduce. Significant engagement with stakeholders would be carried out prior to any changes in governance. The Directors requested that, when considering the future composition of the Board, attention should be paid to diversity and inclusion.

It was suggested that a risk be added to the PHIN Risk Register regarding the size of the PHIN Board.

#### **ACTION 16.11.22.3 Board to discuss risk related to size of PHIN Board at Strategy Workshop**

The Board discussed patient representation on the PHIN Board. The Directors noted the option of engaging a third party to gain patient insights. Having a designated patient representative on the Board risked PHIN only having access to a single view of what patients needed whereas commissioning patient research would ensure the views of a much wider audience were captured. It was acknowledged that the 2 CMA nominated NEDs on the Board also ensured that patient needs were at the forefront of Board discussions and decisions as a result of their extensive consumer experience.

Having carefully considered the matter, the Board **agreed** to maintain the current composition of the PHIN Board until the CMA Plan had been delivered. A plan for Board composition post-delivery would be brought for review at the next PHIN Board Meeting in February 2022 and that the Board were working on such a plan would be communicated to IHPN.

#### **ACTION 16.11.22.4 DG and MS to bring a detailed proposal to the February 2022 Board Meeting regarding future Board composition**

*Jack Griffin left the meeting at this point*

#### **f. Proposal for Chief Financial Officer (CFO) role**

IGN proposed that Jack Griffin be named as Chief Financial Officer and be appointed a Director of PHIN and hold a position on the Board in order to exercise prudent financial governance and to act as his deputy if the Chief Executive were not available. The Chair asked for any comments or concerns and none were forthcoming.

The Board **approved** that Jack Griffin be named as Chief Financial Officer and appointed as a Director to the Board of PHIN and be registered as such with Companies House.

*Jack Griffin re-joined the meeting at this point*

The Directors congratulated JG on his appointment.

### **3. Approval of Minutes and Actions**

#### **a. Board meeting held on 22 September 2022**

The minutes of the Board meeting held on 22 September 2022 were approved as presented.

### **4. Reports of sub-committee**

#### **a. Draft Audit & Risk Committee 31 October 2022**

The recent meeting of ARC had reviewed the draft Financial Statements which would be discussed under agenda item 8. The Risk Register had also been reviewed and would next be reviewed at



the Board Strategy Workshop in February 2023. Board noted that the Risk Management Policy will also be reviewed to incorporate output from the workshop.

**b. PremCom Call 9 November 2022 – Verbal update**

MH provided a verbal update of the discussions that had taken place at the recent meeting of the People & Remuneration Committee. These had included considering the concept of PHIN having the CFO position on the Board.

PremCom had concluded that it would recommend to the Board to appoint JG to the role of CFO.

It was agreed that the PremCom Terms of Reference would require a minor revision for clarity.

**ACTION 16.11.22.5 MH & IGN & JG to undertake a final review of the PremCom ToR for clarity**

**5. Matters Arising**

**a. Draft Annual Report content**

The draft content for the PHIN Annual Report had been circulated and JG asked that any comments or questions be sent to him by Monday 21 November 2022. The attendees discussed that the format of the Annual Report should be reviewed in 2023 to determine if any changes should be made.

**b. PHIN Voting Membership (application process & governance)**

The attendees noted the contents of the paper that provided an overview of the status of PHIN voting membership, the appointment process and planned actions with regards to appointments. It was proposed that 2 additional hospital providers be appointed to restore the voting membership to the original number following the acquisitions of BMI and Aspen by other voting members. It was proposed that an NHS PPU and an independent healthcare provider be invited to be voting members.

It was discussed that a clear and transparent process was required to identify which organisations should be invited to become voting members. This was envisaged to be a combination of scale, scope of specialisms, appetite to be a member and willingness to be an active member.

As a next step, the Board asked for a paper to be prepared outlining the criteria for voting membership and based on those criteria, to suggest which organisations should be approached to become voting members.

**ACTION 16.11.22.6 IGN, JG & MS to prepare a follow up Board paper on PHIN voting membership**

**6. PHIN Strategy**

**a. CMA Reporting Domains (1-4) – Oct 2022**

The Directors reviewed the paper which provided progress information across the 4 CMA reporting domains as at the end of October 2022.

It was clarified that following the creation of the Delivery Oversight Committee, a 2 stage review process for the reporting packs prior to submission to the CMA would be in place, with the Delivery Oversight Committee reviewing first followed by the PHIN Board.

JG summarised that the paper incorporated feedback from the CMA and that future iterations would include more dashboards to summarise parts of the information.

The Directors reviewed and discussed the pack.

The first meeting of the Delivery Oversight Committee was expected to take place in January 2023.

The Chair asked that the Directors be kept informed of all feedback from the CMA on the reporting pack.

The Board **approved** the release of the reporting pack to the CMA.

#### **b. ADAPt Update**

JLF presented an overview of the paper that summarised progress on the ADAPt Programme to date and made recommendations on next steps and PHIN's future involvement.

The Board **agreed** with the recommendations in the paper.

*Greg Swarbrick joined the meeting at this point.*

#### **c. Private Medical Insurers**

GS summarised the key points of the paper regarding the proposed engagement with Private Medical Insurers and recent activities.

As a key part of the private healthcare system and as voting member of PHIN, the PMIs were in a position to help PHIN to fulfil the CMA Plan.

The Directors were supportive of the direction of engagement outlined in the paper whilst also noting that a degree of care should be undertaken in terms of what PHIN would be able to provide. JG reiterated that the only data and information PHIN can share externally is that which it is legally obliged to publish in the public domain and is available on the PHIN website. GS was thanked for his helpful contribution to the meeting.

*Greg Swarbrick left the meeting at this point*

#### **d. Task & Finish Group Policy & Overview**

The attendees noted the contents of the paper that provided a progress update on the work of the Task & Finish groups to provide an evidence-based assessment of what could be published for each of the Article 21 measures outlined in the CMA Order.

The Directors confirmed their agreement with the proposed timeline for the availability of the technical paper that would be subject to consultation with PHIN's members, key stakeholders and the CMA.

JLF would be pleased to schedule a workshop for those Directors that wished to go into the detail of the technical paper. It was agreed that the Chair would also review the final paper.

The Directors thanked JLF, JG and the wider team for the tremendous amount of work that had gone into the Task & Finish Groups.



## 7. PHIN Operations

### a. Chief Executive Report and Executive operational report

IGN provided a summary of the reports and invited the Leadership Team to give the Directors an overview of work in their respective areas.

MS reported an increase in the number of days that employees were working from PHIN's offices and that the results of a recent hybrid working survey were being reviewed by MS and IGN to determine next steps.

The Office Manager would be leaving PHIN in November 2022 and the Directors extended their thanks for the support received. MS confirmed that the role was being replaced by an HR Administrator and a Business Support Administrator.

IGN advised that information from his recent meetings with stakeholders was being captured and would be shared with the Board.

## 8. Finance

### a. Draft Financial Statements & Audit Adjustments

It was confirmed that the Audit & Risk Committee had reviewed the Financial Statements at the recent meeting, which had been attended by a representative from Brebners, PHIN's Auditors.

JG confirmed that the required letter from the Bank had now been received and the Financial Statements were ready for signature by the Board.

The Board **approved** the draft Financial Statements and Audit Adjustments subject to JS being named as Chair in the final version.

### b. Draft Management Representations Letter

The Board **approved** the draft Management Representations Letter for signature.

### c. Draft Audit Finalisation Report 2022

The Directors congratulated JG for the clean audit report that PHIN had received.

### d. Finance Report, Management Accounts and Reserves – Sept YTD

JG summarised the paper for the Directors which covered the first two months of the financial year.

## 9. Governance

### a. Risk Register

The paper was taken as read and it was noted that this would be discussed further at the Board Strategy Workshop in February 2023.

## **10. AOB**

### **a. 2023 Board & Committee Meeting dates**

The attendees noted the contents of the paper.

### **b. PHIN AGM – 6 December 2023**

A proposal regarding the running of the AGM and a briefing for the Directors on key issues would be issued prior to the AGM.

**ACTION 16.11.22.7 IGN and JG to prepare proposal on running of AGM and a Director briefing ahead of AGM**

**Date of next Board meeting: Tuesday 6 December 2022 PHIN AGM**

